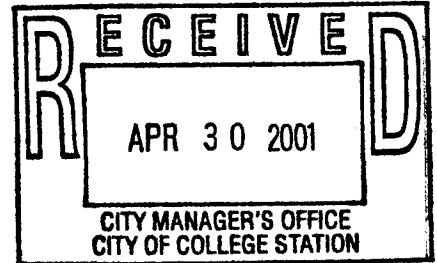


Memo



To: BRYAN CITY COUNCIL
COLLEGE CITY COUNCIL
BRAZOS COUNTY COMMISSIONER'S COURT
BRAZOS COUNTY INDUSTRIAL FOUNDATION

From: TERESA GALLIHER *Teresa Galliher*
CHAIRMAN, BYLAWS REVIEW COMMITTEE

Date: April 26, 2001

Re: REVISION TO ARTICLE III OF THE ECONOMIC DEVELOPMENT CORPORATION
BYLAWS

Attached please find a revision to Article III of the Bryan-College Station Economic Development Corporation Bylaws, which has been voted on and approved by the Board of Directors of the Corporation during their April 18, 2001 board meeting.

Per the Bylaws, the funding entities must also approve any changes to Article III. The attachment covers the background and other information necessary for consideration.

Please place this item on your meeting agenda for consideration/vote at your earliest convenience.

REVISION OF ARTICLE III. APPOINTMENT AND QUALIFICATIONS OF DIRECTORS

BACKGROUND

Article III of the B-CS EDC Bylaws covers "Appointment and Qualifications of Directors". Under this article, one of the three appointees representing the City of Bryan, City of College Station and Brazos County shall be an elected member of City Council or Commissioners' Court.

The Article further articulates that at such time the appointed elected representative should cease to be an elected official, he/she will be required to resign the EDC Board position and the governmental entity affected will appoint a new representative from the entity to fill the vacant position.

The article further states no voting Director may serve more than one unexpired term, plus two consecutive three year terms as Director of the Corporation except as noted regarding the Immediate Past Chairman.

CURRENT STATUS

At the time the revised Bylaws were drafted and adopted, it was not recognized that a narrow pool of potential Directors exists within the City Council and Commissioners Court, and restrictions on the length of term for these positions may pose an undue hardship for the City Councils and Commissioners Court.

PROPOSAL

Add such wording as to allow for the City Council and Commissioners Court appointees to remain on the Board for an additional term if so appointed by their governing entities. Such Directors will still be required to resign the EDC Board position at the time he/she would cease to be an elected official, as already stated in the Article.

PROPOSED REVISED WORDING in Italics

"...No voting Director may serve more than one unexpired term, plus two (2) consecutive three (3) year terms as Director of the Corporation except as noted below regarding Immediate Past Chairman and elected officials. Any Director of the Corporation who is ineligible for immediate reappointment under the preceding sentence is ineligible for reappointment for a period of one (1) year following the expiration of his term.

Notwithstanding the ineligibility of the Immediate Past Chairman, pursuant to the preceding paragraph, to continue to serve on the Board, the Immediate Past Chairman shall continue to serve as a voting member of the Board and a voting member of the Executive Committee until the end of the term of the then serving Chairman.

Elected officials may be appointed for an additional term or partial term by their respective City Councils and Commissioners Court, not to exceed their term as an elected official."